

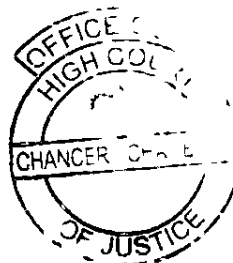
IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

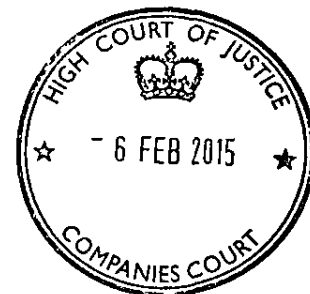
COMPANIES COURT

MR JUSTICE ARNOLD

FRIDAY 6 FEBRUARY 2015



No. 9126 of 2014



N THE MATTER OF MCB FINANCE GROUP PLC

-and-

I THE MATTER OF THE COMPANIES ACT 2006



LD1

06/02/2015

#39

COMPANIES HOUSE

ORDER

UPON THE ADJOURNED APPLICATION by Part 8 Claim Form issued on 17 December 2014 of the above-named MCB Finance Group plc (the "**Company**") whose registered office is 2nd Floor, Waverley House, 7-12 Noel Street, London W1F 8GQ

AND UPON HEARING Counsel for the Company

AND UPON READING the Claim Form and the evidence

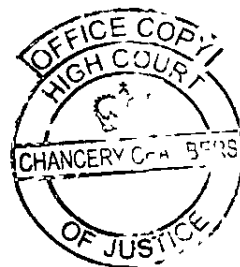
AND UPON THE COMPANY UNDERTAKING to deliver to the Registrar of Companies immediately following the delivery to him of the Statement of Capital set forth in the Schedule to this Order a further statement of capital in respect of the allotment of shares to International Personal Finance plc upon the application of the reserve arising in the books of the Company as a result of the reduction of capital being applied in paying up in full new ordinary shares in the capital of the Company

THE COURT HEREBY CONFIRMS the reduction of capital of the Company by the cancellation of the Scheme Shares (as defined in the Scheme of Arrangement between the Company and the holders of Scheme Shares dated 23 December 2014 and sanctioned by this Court on 4 February 2015) resolved on and effected by a special resolution passed at a general meeting of the Company duly convened and held on 15 January 2015 in accordance with the provisions of the above-mentioned Act

AND THE COURT APPROVES the Statement of Capital set out in the Schedule to this Order

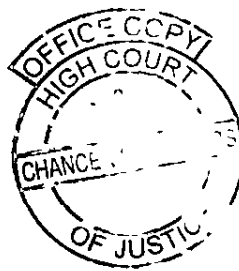
AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy be delivered to him together with a copy of the Statement of Capital

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order and the Statement of Capital be published by the Company once in The Times newspaper within 21 days after the registration



SCHEDULE

STATEMENT OF CAPITAL APPROVED BY THE COURT



SH19

Statement of capital

A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

✗ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 06032184

Company name in full MCB Finance Group Plc

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also **Section 3** and **Section 4** if appropriate) should reflect the company's share capital as reduced by the resolution

2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section 2** and then go to **Section 5**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£3,004,440.80	£0.00	1	£ 0.10
				£
				£
				£
Totals			1	£ 0.10

3 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

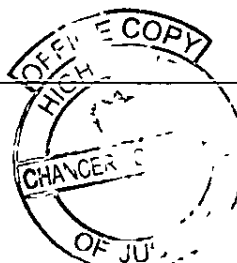
Currency	Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals					

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation pages
Please use a Statement of Capital continuation page if necessary



SH19

Statement of capital

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

Continuation pages

Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

4 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		④ Total aggregate nominal value Please list total aggregate values in different currencies separately For example: £100 + €100 + \$10 etc
Total number of shares	1	
Total aggregate ④ nominal value	£0 10	



5 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3 .		⑤ Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Class of share	Ordinary	
Prescribed particulars ⑤	The ordinary share has attached to it full voting, dividend and capital distribution (including on winding up) rights. It does not confer rights of redemption	
Class of share		
Prescribed particulars ⑤		

SH19

Statement of capital

Class of share		1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

6	Signature	
Signature	I am signing this form on behalf of the company	2 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership 3 Person authorised Under either section 270 or 274 of the Companies Act 2006
	Signature  	
	This form may be signed by Director 2 , Secretary, Person authorised 3 , CIC manager	

SH19

Statement of capital



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Louise Pritchard

Company name Addleshaw Goddard LLP

Address Milton Gate

60 Chiswell Street

Post town London

County/Region

Postcode E C 1 Y 4 A G

Country United Kingdom

DX 47 London

Telephone 020 7606 8855



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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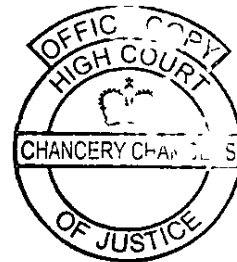
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-and-

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2006**

ORDER



ADDLESHAW GODDARD LLP

Milton Gate
60 Chiswell Street
London EC1Y 4AG

Tel 020 7606 8855
Ref RNL/335268/1

Solicitors for the above named Company